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### ANNUAL AUDITED REPORT FORM X-17A-5 PART III

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**FACING PAGE** 

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING	January 1, 2011	AND ENDING	December 31, 2011
	MM/DD/YY		MM/DD/YY
A. RE	GISTRANT IDENTIFIC	CATION	
NAME OF BROKER-DEALER: Lam Se	curities Investments, Inc	<b>)</b> .	OFFICIAL USE ONLY
ADDRESS OF PRINCIPAL PLACE OF BU	SINESS: (Do not use P.O. B	ox No.)	FIRM I.D. NO.
2099 Lake Street			
	(No. and Street)		
San Francisco	California		94104
(City)	(State)		(Zip Code)
NAME AND TELEPHONE NUMBER OF F	PERSON TO CONTACT IN F	REGARD TO THIS R	EPORT (415) 398-6181
			(Area Code - Telephone Number
B. ACC	COUNTANT IDENTIFI	CATION	
INDEPENDENT PUBLIC ACCOUNTANT	whose opinion is contained in	n this Report*	
Breard & Associates, Inc. Certified	Public Accountants		
	(Name - if individual, state last, f	îrst, middle name)	
9221 Corbin Avenue, Suite 170	Northridge	California	91324
(Address)	(City)	(State)	(Zip Code)
CHECK ONE:			
Certified Public Accountant			
☐ Public Accountant			
☐ Accountant not resident in Un	ited States or any of its posse	essions.	
	FOR OFFICIAL USE O	NLY	

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SEC 1410 (06-02)



<sup>\*</sup>Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

### OATH OR AFFIRMATION

<sub>I,</sub> Dick Lam	, swear (or affirm) that, to the best of
	belief the accompanying financial statement and supporting schedules pertaining to the firm of Securities Investments, Inc.
of	December 31, 20_11, are true and correct. I further swear (or affirm) that
neither the compa	ny nor any partner, proprietor, principal officer or director has any proprietary interest in any account
classified solely as	that of a customer, except as follows:
N	ONE
State of <u>ANIZA</u> County of <u>SAN</u> Subscribed ans sw	FRANCISCO orn to (or affirmed) before me
on this ISTH day o	JANKARY 2012 by Signature
DICK LAN	notory evidences to be the
person who appea	
Frank	FRANK LEUNG COMM. # 1834809 NOTARY PUBLIC-CALIFORNIA ALAMEDA COUNTY MY COMM. ETP. FEB. 1, 2813
This report ** cont	ains (check all applicable boxes):
X (a) Facing Pag	
(b) Statement	of Financial Condition.
	of Income (Loss). of Changes in Financial Condition.
	of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
	of Changes in Liabilities Subordinated to Claims of Creditors.
	on of Net Capital.
	on for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
	n Relating to the Possession or Control Requirements Under Rule 15c3-3.
	liation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the
	on for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
` '	liation between the audited and unaudited Statements of Financial Condition with respect to methods of
consolidat	
(1) An Oath o	
	the SIPC Supplemental Report.
u (n) A report de	scribing any material inadequacies found to exist or found to have existed since the date of the previous audit

<sup>\*\*</sup>For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).



### **Independent Auditor's Report**

Board of Directors Lam Securities Investments, Inc.:

We have audited the accompanying statement of financial condition of Lam Securities Investments, Inc. (the Company) as of December 31, 2011, and the related statements of operations, changes in stockholder's equity, changes in liabilities subordinated to claims of general creditors and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Lam Securities Investments, Inc. as of December 31, 2011, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 8 to the financial statements, the Company has suffered losses from operations and minimal revenue. The shareholder will continue to fund operations, otherwise it raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 8. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II, and III is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Breard & Associates, Inc.

Certified Public Accountants

Oakland, California February 22, 2012

### Lam Securities Investments, Inc. Statement of Financial Condition December 31, 2011

#### **Assets**

Cash and cash equivalents	\$	498
Deposit with clearing organization		21,209
Investments, at market		580
Furniture, equipment and leaseholds, net		54,226
Total assets	\$	76,513
Liabilities and Stockholder's Equity		
Liabilities		
Accounts payable and accrued expenses	\$	912
Payroll taxes payable		603
Total liabilities		1,515
Commitments and contingencies		
Stockholder's equity		
Common stock, no par value, 10,000 shares authorized,		
5,555 shares issued and outstanding		295,296
Additional paid-in capital		300,654
Accumulated deficit		(520,952)
Total stockholder's equity	***	74,998
Total liabilities and stockholder's equity	\$	76,513

### Lam Securities Investments, Inc. Statement of Operations For the Year Ended December 31, 2011

### Revenues

Commissions Management fees Interest income Net investment gains (losses)	<b>\$</b>	8,485 14,318 43 (295)
Total revenues		22,551
Expenses		
Employee compensation and benefits		14,771
Commissions and trading fees		2,431
Communications		4,144
Professional fees		11,835
Other operating expenses		18,565
Total expenses	<del></del>	51,746
Net income (loss) before income tax provision		(29,195)
Income tax provision		800
Net income (loss)	\$	(29,995)

## Lam Securities Investments, Inc. Statement of Changes in Stockholder's Equity For the Year Ended December 31, 2011

	Co	mmon Stock	Ad	lditional Paid-in Capital	A	ccumulated Deficit	Total
Balance at December 31, 2010	\$	295,296	\$	304,954	\$	(490,957)	\$ 109,293
Capital contributions		-		15,700		-	15,700
Returns of capital		-		(20,000)		-	(20,000)
Net income (loss)	<del></del>	•		<del>_</del>		(29,995)	 (29,995)
Balance at December 31, 2011	\$	295,296	<u>\$</u>	300,654	\$	(520,952)	\$ 74,998

# Lam Securities Investments, Inc. Statement of Changes in Liabilities Subordinated to the Claims of General Creditors For the Year Ended December 31, 2011

	Amou	ınt
Balance at December 31, 2010	\$	-
Increase:		-
Decrease:		
Balance at December 31, 2011	\$	-

## Lam Securities Investments, Inc. Statement of Cash Flows For the Year Ended December 31, 2011

Cash flow from operating activities:			
Net income (loss)			\$ (29,995)
Adjustments to reconcile net income (loss) to net			
cash provided by (used in) operating activities:			
Depreciation expense	\$	1,626	
(Increase) decrease in assets:			
Deposit with clearing organization		2,150	
Investments, at market		295	
Increase (decrease) in liabilities:			
Accounts payable and accrued expenses		89	
Payroll taxes payable		(55)	
Total adjustments			 4,105
Net cash and cash equivalents provided by (used in) operating	(25,890)		
Net cash and cash equivalents provided by (used in) investing	activit	ties	-
Cash flow from financing activities:			
Return of capital		(20,000)	
Capital contribution		15,700	
Net cash and cash equivalents provided by (used in) financing	activi	ties	 (4,300)
Net increase (decrease) in cash and cash equivalents			(30,190)
Cash and cash equivalents at beginning of year			 30,688
Cash and cash equivalents at end of year			\$ 498
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest	\$	-	
Income taxes	\$	800	

#### Note 1: GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### General

Lam Securities Investments, Inc. (the "Company") was established in 1986 and is a California corporation incorporated on November 17, 1994 and began operations on January 1, 1995. The Company operates as a registered broker/dealer in securities under the provision of the Securities Exchange Act of 1934. Lam Securities Investments was certified by the SEC as an Investment Advisor on October 4, 1990. The Company is a member of the Financial Industry Regulatory Authority ("FINRA"), the Securities Investor Protection Corporation ("SIPC"), and the Municipal Securities Rulemaking Board ("MSRB").

The Company is engaged in business as a securities broker-dealer, that provides several classes of services, including mutual fund retailer. The Company is also a municipal securities broker and is engaged in the retail sale of corporate securities.

Under its membership agreement with FINRA and pursuant to Rule 15c3-3(k)(2)(ii), the Company conducts business on a fully disclosed basis and does not execute or clear securities transactions for customers. Accordingly, the Company is exempt from the requirement of Rule 15c3-3 under the Securities Exchange Act of 1934 pertaining to the possession or control of customer assets and reserve requirements.

### Summary of Significant Accounting Policies

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

For purposes relating to the statement of cash flows, the Company has defined cash equivalents as highly liquid investments, with original maturities of less than three months, that are not held for sale in the ordinary course of business.

### Note 1: GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Company has adopted FASB ASC 320, Investments — Debt and Equity Securities. As such, marketable securities held by the Company are classified as trading securities and stated at their fair market value based on quoted market prices. Realized gains or losses from the sale of marketable securities are computed based on specific identification of historical cost. Unrealized gains or losses on marketable securities are computed based on specific identification of recorded cost, with the change in fair value during the period included in income.

Securities transactions are recorded on a settlement date basis, except for proprietary transactions, commission revenues and the related expenses which are recorded on a trade date basis. Accounting principles generally accepted in the United States of America require transactions to be recorded on a trade date basis, however there is no material difference between trade date and settlement date for the Company.

Furniture, equipment and leaseholds are stated at cost. Repairs and maintenance to these assets are charged to expense as incurred; major improvements enhancing the function and/or useful life are capitalized. When items are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gains or losses arising from such transactions are recognized.

With the consent of its shareholders, the Company has elected to be treated as an S Corporation under Subchapter S of the Internal Revenue Code. Subchapter S of the Code provides that in lieu of corporate income taxes, the stockholders are individually taxed on the Company's taxable income; therefore, no provision or liability for Federal Income Taxes is included in these financial statements. The State of California has similar regulations, although there exists a provision for a minimum franchise tax and a tax rate of 1.5% over the minimum franchise fee of \$800.

The Company has evaluated events subsequent to the balance sheet date for items requiring recording or disclosure in the financial statements. The evaluation was performed through February 22, 2012, which is the date the financial statements were available to be issued. Based upon this review, the Company has determined that there were no events which took place that would have a material impact on its financial statements.

The Company has elected to report the statement of changes in stockholder's equity without disclosing the accumulated adjustment account and other equity accounts pertinent to an S Corporation. There is no financial impact to these financial statements.

### Note 2: DEPOSIT WITH CLEARING ORGANIZATION

The Company has a brokerage agreement with Sterne Agee ("Clearing Broker") to carry its account and the accounts of its clients as customers of the Clearing Broker. The Clearing Broker has custody of the Company's cash balances which serve as collateral for any amounts due to the Clearing Broker as well as collateral for securities sold short or securities purchased on margin. Interest is paid monthly on these cash deposits at the average overnight repurchase rate. The balance at December 31, 2011 was \$21,209.

#### Note 3: INVESTMENTS, AT MARKET

Investments, at market consist of corporate stocks. As discussed in Note 1, marketable securities held by the Company are classified as trading securities and stated at their fair market value based on quoted market prices. At December 31, 2011, these securities are carried at their fair market value of \$580. The accounting for the mark-to-market on proprietary account is included in the Statement of Operations as net investment losses of \$295.

### Note 4: FURNITURE, EQUIPMENT AND LEASEHOLDS, NET

Furniture, equipment and leaseholds are recorded net of accumulated depreciation and summarized by major classification as follows:

			Useful Life
Automobile	\$	34,658	5
Furniture and fixtures		53,014	5-7
Leasehold improvements		63,398	39
Total cost of furniture, equipment and leaseholds		151,070	
Less: accumulated depreciation		(96,844)	
Furniture, equipment and leaseholds, net	<u>\$</u>	54,226	

Depreciation expense for the year ended December 31, 2011 was \$1,626.

#### **Note 5: INCOME TAXES**

As discussed in Note 1, the Company has elected the S Corporate tax status; therefore, no federal income tax provision is included in these financial statements. The tax provision reported is the California minimum franchise tax of \$800.

As discussed in the Summary of Significant Accounting Policies (Note 1), the Company has elected the S Corporate Tax Status. Accordingly, no federal income tax provision is included in these financial statements. The states in which the Company conducts business have similar regulations which provide that the net income of the company is taxed at the individual shareholder level. The \$800 tax provision included in these financial statements for the year ending December 31, 2011 is the California minimum franchise tax.

#### Note 6: FAIR VALUE MEASUREMENT - ACCOUNTING PRONOUNCEMENT

On January 1, 2009, the Company adopted FASB ASC 820, Fair Value Measurements and Disclosures, which defines fair value, establishes a framework for measuring fair value, and establishes a fair value hierarchy which prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach, as specified by FASB ASC 820, are used to measure fair value.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

Level 1 - inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities the Company has the ability to access.;

Level 2 - inputs are inputs (other than quoted prices included within level 1) that are observable for the asset or liability, either directly or indirectly.;

### Note 6: FAIR VALUE MEASUREMENT - ACCOUNTING PRONOUNCEMENT (Continued)

Level 3 - are unobservable inputs for the asset or liability and rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs should be developed based on the best information available in the circumstances and may include the Company's own data.)

The following table presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of December 31, 2011.

Assets	<u>Fair</u>	<b>Value</b>	Level	1 Inputs	<b>Level 2 Inputs</b>	<b>Level 3 Inputs</b>
Investments, at						
market	\$	580	<u>\$</u>	580	<u>\$</u>	\$ -
Total	\$	580	\$	580	\$ -	\$

### Note 6: FAIR VALUE MEASUREMENT - ACCOUNTING PRONOUNCEMENT (Continued)

Liabilities	Fair Value	Level 1 Inputs	<b>Level 2 Inputs</b>	Level 3 Inputs
Liabilities	<u>\$</u>	<u> </u>	<u>\$</u>	<u>\$</u>
	<u>\$</u>	\$ -	\$	<u>\$</u>

#### **Note 7: CONCENTRATIONS OF CREDIT RISK**

The Company is engaged in various trading and brokerage activities in which counter-parties primarily include broker-dealers, banks, and other financial institutions. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counter-party or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counter-party.

#### **Note 8: COMMITMENTS AND CONTINGENCIES**

Going-Concern

The Company had little activity for the year ended December 31, 2011. This inactivity has resulted in substantial operating losses, however to provide needed liquidity, the shareholder will continue to capitalize the Company to fund its continuing operations. In October 2011, the Company was selected as a broker/dealer for the State of Illinois Teacher's Retirement System. The term of this assignment is three years. Through marketing, the Company expects to garner several other major public pension fund assignments. The shareholder will continue to capitalize the Company to fund its continuing operations until earnings are gained from these new transactions.

#### Note 9: RECENTLY ISSUED ACCOUNTING STANDARDS

In June of 2009, the Financial Accounting Standards Board (the "FASB") implemented a major restructuring of U.S. accounting and reporting standards. This restructuring established the Accounting Standards Codification ("Codification" or "ASC") as the source of authoritative accounting principles ("GAAP") recognized by the FASB. The principles embodied in the Codification are to be applied by nongovernmental entities in the preparation of financial statements in accordance with generally accepted accounting principles in the United States. New accounting pronouncements are incorporated into the ASC through the issuance of Accounting Standards Updates ("ASUs")

For the year ending December 31, 2011, various ASUs issued by the FASB were either newly issued or had effective implementation dates that would require their provisions to be reflected in the financial statements for the year then ended. The Company has reviewed the following ASU releases to determine relevance to the Company's operations:

### Note 9: RECENTLY ISSUED ACCOUNTING STANDARDS (Continued)

ASU No.	<u>Title</u>	<b>Effective Date</b>
2010-29	Business Combinations (Topic 805): Disclosure of Supplementary Pro Forma Information for Business Combinations (December 2010).	After December 15, 2010
2011-04	Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IRFSs (May 2011).	After December 15, 2011
2011-05	Comprehensive Income (Topic 220): Presentation of Comprehensive Income (June 2011).	After December 15, 2011
2011-08	Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment (September 2011).	After December 15, 2011

The Company has either evaluated or is currently evaluating the implications, if any, of each of these pronouncements and the possible impact they may have on the Company's financial statements. In most cases, management has determined that the pronouncement has either limited or no application to the company and, in all cases, implementation would not have a material impact on the financial statements taken as a whole.

#### **Note 10: NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. Net capital and aggregate indebtedness change day to day, but on December 31, 2011, the Company had net capital of \$20,685 which was \$15,685 in excess of its required net capital of \$5,000; and the Company's ratio of aggregate indebtedness (\$1,515) to net capital was 0.07 to 1, which is less than the 15 to 1 maximum allowed.

# Lam Securities Investments, Inc. Schedule I - Computation of Net Capital Requirements Pursuant to Rule 15c3-1 As of December 31, 2011

### Computation of net capital

Computation of net capital			
Common stock	\$ 2	95,296	
Additional paid-in capital	3	00,654	
Accumulated deficit	(5	20,952)	
Total stockholder's equity			\$ 74,998
Less: Non-allowable assets			
Furniture, equipment and leaseholds, net	,	(54,226)	
Turmente, equipment and reasons as, not	<u></u>	<u>,</u> /	
Total non-allowable assets			 (54,226)
Net capital before haircuts			20,772
Less: Haircuts on securities			
Haircut on marketable securities		(87)	
Total haircuts on securities			(87)
Net Capital			20,685
Computation of net capital requirements			
Minimum net capital requirements			
6 2/3 percent of net aggregate indebtedness	\$	101	
Minimum dollar net capital required	\$	5,000	
Net capital required (greater of above)			(5,000)
Excess net capital			\$ 15,685
Ratio of aggregate indebtedness to net capital		0.07:1	

There was no material difference between net capital computation shown here and the net capital computation shown on the Company's unaudited Form X-17A-5 report dated December 31, 2011.

# Lam Securities Investments, Inc. Schedule II - Computation for Determining of Reserve Requirements Pursuant to Rule 15c3-3 As of December 31, 2011

A computation of reserve requirements is not applicable to Lam Securities Investments, Inc. as the Company qualifies for exemption under Rule 15c3-3(k)(2)(ii).

# Lam Securities Investments, Inc. Schedule III - Information Relating to Possession or Control Requirements Pursuant to Rule 15c3-3 As of December 31, 2011

Information relating to possession or control requirements is not applicable to Lam Securities Investments, Inc. as the Company qualifies for exemption under Rule 15c3-3(k)(2)(ii).

Lam Securities Investments, Inc.

Supplementary Accountant's Report

on Internal Accounting Control

Report Pursuant to Rule 17a-5

For the Year Ended December 31, 2011



Board of Directors

Lam Securities Investments, Inc.:

In planning and performing our audit of the financial statements of Lam Securities Investments, Inc. (the Company), as of and for the year ended December 31, 2011, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

- 1. Making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by rule 17a-13
- 2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at December 31, 2011, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, Financial Industry Regulatory Authority, and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

Breard & Associates, Inc.

Certified Public Accountants

Brands asserte fic

Oakland, California February 22, 2012